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MARVEL TEAM-UP®

FEATURING

SPIDER-MAN AND SATANA™

DEATH IN A DARK DIMENSION!



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STAN LEE
PRESENTS

SPIDER-MAN SATANA

THE DEVIL'S
DAUGHTER

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LAST RITES

IT IS A FEW MINUTES AFTER MOONRISE,
AND THERE ARE SHADOWS DANCING
ON THE WALL OF STEPHEN STRANGE'S
SANCTUARY SANCTORIUM.

THE ROOM IS DARK,
LIT ONLY BY THE
ARCANE GLOW OF
THE ORB OF AGA-
MOTTO. THERE ARE
TWO WOMEN PRE-
SENT: ONE IS CLEA,
THE OTHER-DIMENSIONAL
PRINCESS WHO IS BOTH
DR. STRANGE'S DIS-
CIPLE AND HIS LOVER.

THE OTHER IS
SATANA, THE
DEVIL'S
DAUGHTER—AND
SHE IS HERE
EITHER TO SAVE
STEPHEN STRANGE'S
SOUL...

...OR TO
KILL
HIM!

GREAT AGAMOTTO'S
ORB,
GATE TO WORLDS
UNTOLD,
HEED SATANA'S
COMMAND—
LET THY MYSTERIES
UNFOLD!

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FOR THY POWER MASTERS
ALL TIME AND SPACE--
AND MY WILL NOW
MASTERS THEE!

SHE SEES A 707,
BATHED IN SILVER MOON-
LIGHT AS IT ROARS DOWN A
RUNWAY AT KENNEDY AIRPORT.
AND WITHIN THAT DOOMED JET-
LINER, STEPHEN STRANGE...
CHANGES...

...TURNING FROM
MAN-- INTO
WEREWOLF!

IMAGES
FLASH
THROUGH
SATANA'S
MIND AS
SHE
BECOMES
ONE
WITH
THE
ORB

SPIDER-MAN TRIES TO STOP STRANGE AS
HE ATTACKS THE PILOTS, BUT HE FAILS,
AND THE PLANE GOES OUT OF CONTROL.
IT CRASHES, AND IN THE CONFUSION, THE
WEREWOLF ESCAPES.

WHAT...
WHAT DO
WE DO NOW,
MY FRIEND?

YOU
GO
HOME,
WONG.

I'LL GET
AFTER DOG--
UH-OH!

HOLD IT,
SPIDER-
MAN!

I'VE GOT A LOT OF QUESTIONS ABOUT THIS
MESS-- AND NOBODY'S GOING ANYWHERE
TILL I GET SOME SENSIBLE ANSWERS!

PERHAPS,
IF WE
EXPLAIN...

STALL 'EM, HUH, WONG?
I'M GONNA TAKE MY CHANCES
AND RUN FOR IT.

SOMEHOW, I DON'T
THINK THAT'LL HELP.

WHAT THE HECK--?

THEY--THEY
DISAPPEARED!

WE ARE
IN MY
MASTER'S
HOUSE.
BUT
HOW--?
WHAT
POWER
COULD
HAVE
SUMMONED
US--?

DARNED IF I KNOW, WONG,
BUT I'VE GOT A NASTY
FEELING THE LADY IN
RED CAN TELL US.

I
SUMMONED
YOU,
ARACHNID.

I AM
SATANA.

SOME ON
YOUR WORLD
KNOW ME AS
SUCCUBUS, AS
DEMON SOR-
CERESS, AS
SATAN'S
DAUGHTER,
AND AS A
FRIEND.

I AM ALL
OF THESE--
AND MORE.

I KNOW OF STEPHEN
STRANGE'S CURSE. TO
SAVE CLEA FROM DEATH--
AND WORSE--AT THE
HANDS OF SILVER DAGGER,
HE MASTERED THE SATANIC
BOOK OF THE DAMNED.*
AND IN SO DOING, BE-
CAME DAMNED HIMSELF.

SILVER DAGGER--
FOR ALL HIS VAUNTED
POWER--WAS BUT AN
UNWITTING PAWN IN A
MUCH GREATER GAME.

NOW THAT SOUL STANDS AT
A CROSS-ROADS. HE IS A
WEREWOLF, YET HE CAN
STILL BE CURED--UNTIL
THE MOMENT HE TASTES
HUMAN BLOOD, OR
KILLS.

I'M SO
OUT OF MY
LEAGUE
TONIGHT, IT'S
RIDICULOUS.

IF THAT
HAPPENS, HE
IS LOST,
FOREVER.

THE PRIZE
WAS ALWAYS
THE SAME--
DR. STRANGE'S
SOUL.

* SEE MYLIE'S
76 & 77--AL

AND THIS SATANA--
HALF MY INSTINCTS SCREAM
SHE'S EVIL TO THE CORE,
THE OTHER HALF SAY TRUST HER.

CONTINUED AFTER NEXT PAGE

I'VE HEARD STEPHEN SPEAK OF YOU, SATANA. YOU WERE CONSECRATED TO EVIL FROM THE MOMENT OF YOUR CONCEPTION. DR STRANGE IS A FORCE FOR GOOD. WHY HELP HIM?



PERHAPS BECAUSE... IT AMUSES ME?

OR BECAUSE I AM PART HUMAN, AND IT IS HUMAN NATURE TO CHANGE, TO GROW, TO REBEL.

I BOW TO NEITHER HEAVEN NOR HELL, CLEAR IN THAT, I AM MUCH LIKE MY SATANIC SIRE.



I WOULD RATHER LIVE ON EARTH-- AND BE FREE, WHATEVER THE COST-- THAN SERVE IN HELL.



FEW SORCERERS HAVE THE POWER, OR LEARNING, TO EXORCISE THE DEMON WITHIN?

STEPHEN STRANGE



THE ANCIENT ONE CANNOT HELP MARIE LE VALI WILL NOT.



ONLY I CAN SAVE HIM.



--I WILL SHOOT HIM THROUGH THE HEART WITH A SILVER BULLET.



IN THE END, THOUGH, YOU MUST TRUST ME-- AND OBEY ME-- BECAUSE YOU HAVE NO CHOICE.

OH, STEPHEN-- NO!



FOR MY SPELL TO WORK, SPIDER-MAN, DR. STRANGE MUST BE HELD WITHIN A MYSTIC PENTAGRAM. I CANNOT AFFORD THE POWER NEEDED TO OVERCOME HIS NATURAL MYSTIC DEFENSES AND BRING HIM HERE.

I GET IT. THAT'S MY JOB, LUCKY ME.

I'LL DO MY BEST. LUCKILY, I TAGGED HIM WITH A SPIDEY-TRACER-- JUST IN CASE-- BEFORE WE LEFT FOR THE AIRPORT.



"TROUBLE IS, HE'S OUT OF RANGE."

"I SENSE HIS AURA, THOUGH NOT HIS SPECIFIC LOCATION. I CAN SPARE ENOUGH ENERGY TO TELEPORT YOU NEAR TO HIM. BEYOND THAT, IT'S UP TO YOU. I MUST PREPARE MYSELF FOR THE ORDEAL TO COME."

SHE GESTURES, AND ONCE MORE, SPIDEY'S WORLD TURNS INSIDE OUT...

WOW! DOC STRANGE HAS DONE THAT TO THAT TO ME BEFORE, BUT I'LL NEVER GET USED TO IT!

GOT HIM!

BUT IF HE'S IN MANHATTAN, HE'S MOVED PRETTY FAST SINCE THE PLANE CRASH. I ONLY HOPE I CATCH UP TO HIM IN TIME.

MEEHWHILE, IN DR. STRANGE'S STUDY...

HEAR ME, LORDS OF THE SEVEN GATES, WHO WATCH THE WORLD OF MEN! I CALL YOU WITH THE ANCIENT SIGN BY WHICH YOU ARE BOUND TO REMEMBER--

--AND SERVE!

...THE DARK, SHADOWED WALLS OF THE GREENWICH VILLAGE SANCTUM SANCTORUM GIVING WAY TO THE MAN-MADE, MOON-LIT CANYONS OF MID-TOWN MANHATTAN.

MASKIM
XUI BARRA!

BARRA
EDIN
NA
ZU!

SHE SPEAKS IN A TONGUE OLD-ER THAN MANHOOD, HER HANDS PAINTING SIGNS OF SILVER FIRE IN THE AIR AROUND HER.

...HER FACE TOUCHED WITH AN UNHUMAN RAPTURE AS SHE FEELS WHITE-HOT LIGHT PURE, ELEMENTAL POWER--RISE UP HER SPINE AND CONSUME HER.

ELSEWHERE...

SPIDEY-SENSE
IS GOING
CRAZY...

NEAR AS
I CAN
FIGURE

I MUST
BE RIGHT
ON TOP
OF DOC.

HE'S
CUTTING
STRAIGHT
ACROSS
MANHATTAN,
LIKE HE HAS
A PURPOSE.

AND I
THINK I
JUST
FIGURED
IT OUT.

IF HE'S HERE AT
ROOSEVELT HOSPITAL,
HE'S PROBABLY OUT
TO FINISH OFF THE
PREY WHO ESCAPED
HIM-- CIBSY!

WHAT'S
ALL THAT--?

MEOWHEDY!

ROOSEVE L INCIDENT

NO WONDER HIS
ROUTE SEEMED SO
FAMILIAR ONCE HE
REACHED CENTRAL
PARK. HE'S RE-TRAC-
ING HIS STEPS
OF LAST NIGHT.

SPREAD OUT,
YOU MEN! COVER
ALL THE EXITS!

MOVE IN SLOW AND EASY, AND
START SECURING THE LOCATION!
AND REMEMBER, I DON'T WANT
ANY PANIC AMONG THE CIVIL-
IANS-- OR DEAD HEROES
AMONG THE COPS.



CAN'T WASTE
ANY TIME.
THOSE COPS
ARE PROBABLY
NOT ON MY
TAIL.

THE
LOWER
FLOORS ARE
A SHAMBLES--
NO WONDER
THE STAFF
CALLED
FOR HELP



THAT CAPE--
I'VE FOUND HIM!

NOW ALL I HAVE TO DO
IS STOP HIM!

TROUBLE IS,
THE LAST TIME
WE TUSSLED,
THE WEREWOLF
ALMOST KILLED
ME. *



I GOTTA LOOK ON THE
BRIGHT SIDE--THINGS COULD
BE WORSE--I COULD BE
FIGHTING THE HULK.
Y'KNOW--
I WISH I
WAS



HE'S GROGGY. IF I MOVE FAST, MAYBE I CAN Clobber him FOR GOOD.

I'VE GOT TO BE CAREFUL, THOUGH. DOG MAY BE A WEREWOLF, BUT HE'S STILL PRETTY MUCH HUMAN.

... MIGHT CRIPPLE HIM-- OR WORSE. I HAVE TO OUT-THINK HIM, COUNTER HIS BERSERKER STRENGTH WITH SKILL.

THE KIND OF PUNCH I'D USE TO FLATTEN THE RHINO...

JH
WU
D

ALLEZ-- OOPS!

THAT LAST SHOT DIDN'T EVEN FAZE HIM.

HE'S GETTING SET TO CHARGE. I'D BETTER TRY WRAPPING HIM UP IN WEBBING.

OH-- NO! HE DUCKED MY SHOT--!

WHOOUFFF!

SKAAM

IMPACT SLAMMING US INTO ONE OF THE ROOMS. I HOPE IT'S EMPTY.

UNFORTUNATELY,
IT ISN'T.

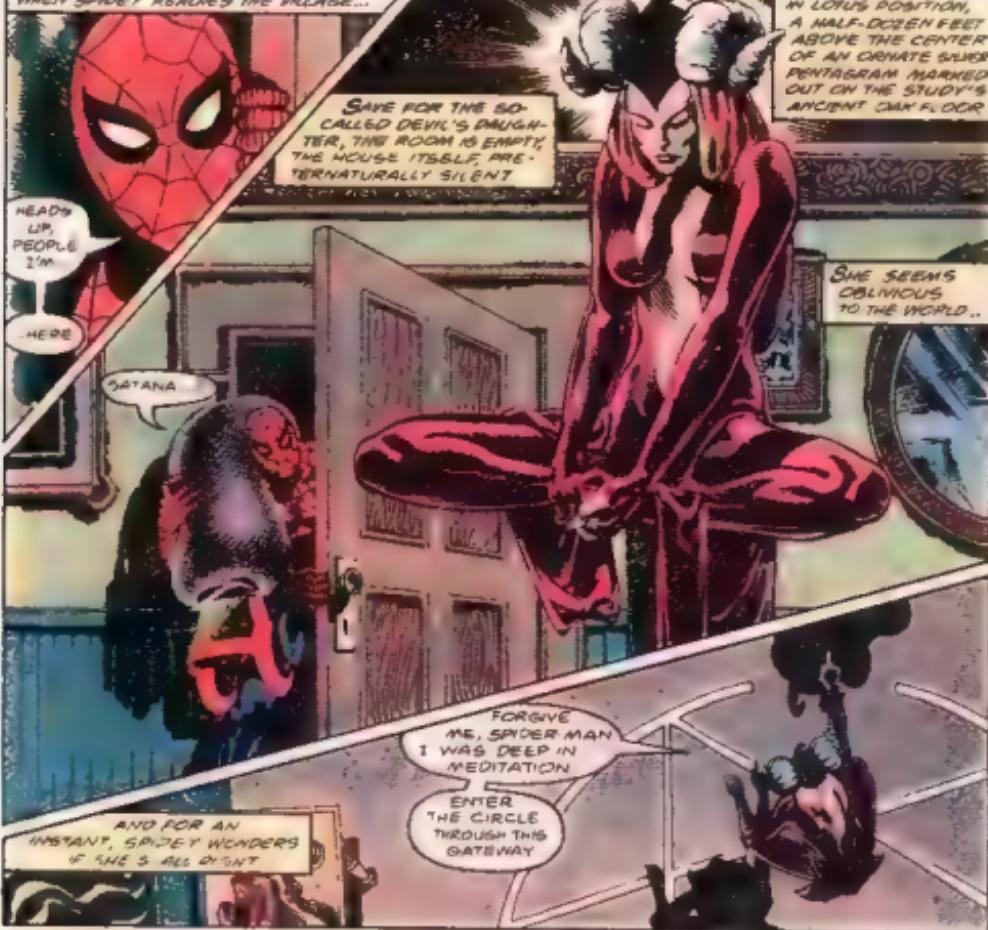
SPIDEY CATCHES A GLIMPSE
OF THE FIGURE ON THE BED AS
THE WEREWOLF SMASHES HIM
TO THE FLOOR AND HIS MIND
GOES BLANK WITH
SHOCK.

IT'S CISSY IRONWOOD,
THE WEREWOLF'S FIRST AND SPIDEY
HOPES, ONLY VICTIM, INJURED
THE NIGHT BEFORE WHILE
ON A DATE WITH PETER
PARKER.





THE CLOCK IS TOLLING MIDNIGHT
WHEN SPIDEY REACHES THE VILLAGE...



GLAD TO
HEAR IT! HOW
ABOUT OPENING
THAT GATE
ABOVE AND
LETTING ME
OUT?

I
CANNOT

DARE YOU NOT ALSO DR STRANGE'S
FRIEND? WOULD YOU DESERT HIM
WHEN HE NEEDS YOU MOST?

ALL GREAT SPELLS
MUST BE CAST BY A
BALANCED POWER--
FEMALE AND MALE, IN-
TELLECT AND STRENGTH,
YOU AND I FORM THAT
BALANCE



SATANA-- I DID WHAT
YOU ASKED. I BROUGHT
DOC TO YOU BEYOND THAT.
WHAT CAN I DO? I'M A SUPER
HERO, NOT A SORCERER!

WHITE I
BATTLE
ON THE ASTRAL
PLANE TO FREE
STRANGE'S SOUL.
YOU MUST KEEP
HIS PHYSICAL
FORM WITHIN
THIS CIRCLE

HE WILL FIGHT TO ESCAPE,
BUT - AT ALL COSTS-- YOU MUST HOLD
HIM FOR IF THE CIRCLE IS BROKEN,
OUR LIVES - OUR SOULS ARE FORFEIT



SOME
HOW I
HAD A
FEELING
YOU WERE
GOING TO
SAY THAT

GOOD
LUCK
RED

SHES SAYS NOTHING, ONLY SMILES
(THAT SMILE, AND THE LOOK IN
HER CEDRIAN EYES, MAKING
SPIDEY SUDDENLY VERY GLAD
THEY'RE ON THE SAME SIDE)

AND OPENS HER MIND
TO THE UNIVERSE .



HER SPIRIT SPRINGING
INTO THE INFINITE REACHES
OF THE ASTRAL PLANE LIKE
A HUNTING FALCON, EAGER
FOR PREY

HER ARRIVAL IS
NOT UNEXPECTED!

DEMONS

I SHOULDN'T BE SURPRISED. I KNEW FROM THE MOMENT I CHOSE TO AID DR STRANGE THAT IT WOULD BE A HARD FIGHT.

PERHAPS AN IMPOSSIBLE ONE.

CRAPIES,
HE'S AWAKE!

AND FROM THE WAY
HE'S STRUGGLING, EVEN
MY WEB-COCOON
WON'T HOLD HIM LONG!

MY FOES SEEM NUMBERLESS, BUT THEY HAVE NO SORCEROUS POWERS. THEY SEEM TO CRUSH ME BY PHYSICAL FORCE ALONE.

THESE CREATURES ARE ONLY CANNON FODDER, DESIGNED TO SLOW ME DOWN, TO MAKE ME WASTE PRECIOUS, IRREPLACABLE POWER.

SO THAT I'LL BE VULNERABLE WHEN I REACH THEIR LAST LINE OF DEFENSE - THEIR DEMON-SORCERERS. THERE'S AHEAD OF ME, WITHIN THAT CRYSTAL CASKIN.

"WHAT GOAL?
DR STRANGE'S SOUL!"

"I WONDER HOW SPIDER-MAN IS FARING."

"NO GOOD! FAST AS I WRAP DOC IN WEBBING --"

"SO NEAR,
AND YET,
SO FAR."

"WE SHRED IT TO PIECES!"



RAW POWER EXPLODES
ACROSS THE AETHER...

DONE...IT.
BUT EFFORT
LEFT ME SO...
WEAK...

AND SET
DR. STRANGE
FREE!

...AS SATANA SUMMONS
EVERY ERG OF ENERGY,
EVERY SCRAP OF
KNOWLEDGE
WITHIN
HER

BLOOMS LIKE
SCARE NEW-BORN
STAR AS HER SPELL
BLASTS THE DEMON
AROUND HER INTO
OBVIOUS.

UP-
START
DAUGHTER
OF THE MORNING,
THOU SHALL NOT CHEAT
US OF OUR PRIZE.

BUT EVEN AS IT DOES,
IT RELEASES THAT
DEMON WHICH
DWELLS WITHIN HER--
THE BASILISK!

NO!

SHRUM

AARRRGH

NOT FINISHED
YET. ALL THIS
ACCOMPLISHES
NOTHING
IF I CAN'T
SHATTER THE
CASING...

SHE
SMILES
AS THE
BASILISK'S
VOICE--DRY AS
OLD BONES YET
SLIMY, LIKE ANCIENT
MAGGOTS--FILLS HER
BEING, CONSUMES HER.
LONG HAS IT SERVED HER
WILL; NOW IT HAS STRUCK
HER DOWN. SHE IS NOT
SURPRISED.

THY
SPIRIT BE
WOUNDED
UNTO DEATH,
SATANA.

THOU
CANST SAVE
THE
SORCERER
SUPREME,
OR
THYSELF
NOT BOTH.

SHE'D SENSED
FROM THE FIRST
THAT HER BATTLE--
HER LIFE--WOULD
END LIKE THIS,
WITH A CHOICE
LIFE OR DEATH,
EVIL OR GOOD.

AND THEN, SHE LAUGHS - TOYOUS, UNAFRAID

SATANA, BORN TO EVIL,
HAD FOUND THE GOOD
WITHIN HER. SHE HAD
LEARNED TO CARE...
FOR LOVE.

FOR WITH HER DEATH, THE BASILISK
THAT MINISTER DEMON WHICH WAS
A PART OF HER INNERMOST
BEING HAD DIED.

... AND SO, FACING THE
FINAL, ULTIMATE CHOICE,
SHE DISCOVERED IT WAS
REALLY NO CHOICE AT ALL...

MASTER!

TAKE SATANA'S PISTOL, WONG.
I'LL SEE TO STEPHEN.

YOU KNOW WHAT WE AGREED.
THE MOON IS STILL FULL.
IF DR. STRANGE IS NOT CURED...

I WILL DO
WHAT MUST
BE DONE.

HE'S SO
STILL,
SO COLD.
OH, WONG -
LOOK!

MY
LOVE...?

HIS
FACE!!

COOHHHHHHH...
STEPHEN! VISHANTI
BE PRAISED, YOU'RE
CURED!

YOU'RE
CURED!
DO YOU
REMEMBER...?

CLEAAA...

I
THINK
SO...

TOO
MUCH, I'M
AFRAID.

BUT...
SATANA?
IS SHE?

SHE
DIDN'T
MAKE
IT, DOC.

I DON'T UNDERSTAND. SHE WAS FINE A SECOND AGO. SHE-- SHE CAME OUT OF HER TRANCE AND SMILED AT ME. IT WAS CRAZY-- SHE LOOKED SO... HAPPY.

AND THEN,
SHE FELL
INTO MY
ARMS.

AND DIED.

BUT SHE SAID SHE WAS THE DEVIL'S DAUGHTER. WHY WOULD SHE SACRIFICE HER LIFE FOR YOURS?

SATANA WAS TORN BETWEEN HER SATANIC AND HUMAN BIRTH-RIGHTS, ONE MAKING HER A SUCUBUS, HEIR TO THE THRONE OF HELL--

I KNOW. I "SAW" IT HAPPEN ON THE ASTRAL PLANE.

I WAS ENSORCELED BY A BLOOD SPELL, THAT GREAT AN ENCHANTMENT CAN ONLY BE BROKEN BY MORE BLOOD-- A WILLING SACRIFICE. A LIFE FOR A LIFE. SATANA'S FOR MINE.

--THE OTHER PROMPTING HER TO HELP THOSE SHE CAME TO CARE FOR, AND LOVE. IN THE END, SHE FOUND SHE COULD NOT GO BACK TO THE OLD WAYS, COULD NOT--WOULD NOT-- YIELD ALL THE BEAUTY SHE'D FOUND WITHIN HERSELF ON EARTH, MERELY TO STAY ALIVE.

SHE FOUGHT ALL HER LIFE TO BE HER OWN PERSON, SPIDER-MAN, TO LIVE ON HER OWN TERMS.

NOW HER FIGHT IS OVER.

MAY THE YISHANTI GRANT HER SOUL THE PEACE AND FREEDOM IT SOUGHT.

I ONLY HOPE THAT, WHEN MY TIME TRULY COMES, I MEET THE REAPER HALF AS WELL AS SHE, WITH EVEN HALF HER COURAGE.

SATANA HELLSTROM
BORN: 1954--DIED: 1978
REQUIESCAT IN PEACE